

**MINUTES OF SPECIAL MEETING
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS
MONDAY, JUNE 30, 2008
AT 10:00 A.M.
IN THE MARY BRENNAN BOARD ROOM
T. F. GREEN AIRPORT, 2000 POST ROAD
WARWICK, RHODE ISLAND**

The Special Meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 10:00 a.m., in the Mary Brennan Board Room at T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; Joseph Cianciolo; Robert D. Sangster; Russell Hahn; Michael Traficante; Joseph Larisa (arrived at 10:30 a.m.)

BOARD MEMBER ABSENT: James Forte.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; and those individuals listed on the attendance sheet attached hereto.

1. Open Forum:

Dr Hittner asked if anyone wanted to speak in Open Forum. No one came forward.

2. Report from Chair, Board of Directors:

There was no report.

3. Executive Session:

(a) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Intermodal Contract Negotiations and Air Service Development) – R.I.G.L. § 42-46-5(a)(7); and

(b) Discussion Related to Potential Litigation (One Non-Public Matter) – R.I.G.L. § 42-46-5(a)(2); and

(c) Discussion Related to Personnel (Job Performance) – R.I.G.L. § 42-46-5(a)(1); and

(d) Working Session Regarding Collective Bargaining Issues – R.I.G.L. § 42-46-5(a)(2).

At approximately 10:02 a.m. a motion was made by Mr. Hahn and seconded by Mr. Cianciolo to go into Executive Session pursuant to R.I.G.L. § 42-46-5(a)(2) and (7). In relation to the discussion of

personnel, it was noted for the record that individuals had been notified in writing that the Board intended to convene in Executive Session in order to discuss their job performance and they declined to have this discussion take place in Open Session.

By the following roll call vote the motion was passed unanimously:

YEAS: Kathleen C. Hittner, M.D.

Joseph Cianciolo

Robert D. Sangster

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

4. Reconvene to Open Session and Announcements:

At approximately 11:21 a.m., a motion was made by Mr. Hahn and seconded by Mr. Cianciolo to reconvene to the Open Session. The motion was passed unanimously. It was noted for the record that Mr. Sangster had left the Executive Session at 11:20 a.m.

A motion was made by Mr. Hahn and seconded by Mr. Cianciolo to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed

unanimously:

YEAS: Kathleen C. Hittner, M.D.

Joseph Cianciolo

Joseph Larisa

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

5. Action Items:

(a) Consideration of and Action Upon Additional Runway 16/34 Runway Safety Area Concept for Environmental Impact Study Analysis AND Consideration of and Action Upon Additional 8700' Runway 5/23 Concept (Extension to the South) for the Environmental Impact Study Analysis AND Consideration of and Action Upon Approval of a Consultant Contract Amendment for the Draft Environmental Impact Statement at T. F. Green Airport. (DILLON)

Mr. Dillon gave an overview of the two proposed concepts and the contract amendment.

A motion was made by Mr. Hahn and seconded by Mr. Traficante to

authorize the following resolutions. The motion was passed unanimously.

1. WHEREAS, the on-going Environmental Impact Statement (EIS) process reviewing various potential airport improvement concepts has currently identified one alternative for Runway 16/34 Runway Safety Areas (RSA) that involves a full safety overrun on the Runway 16 end and a full Engineered Material Arresting System (EMAS) bed safety area on the Runway 34 end; and

WHEREAS, based upon extensive analysis conducted by the Federal Aviation Administration (FAA) and EIS project team this 16/34 RSA alternative involves wetland impacts on the Runway 34 end and roadway and business impacts on the Runway 16 end; and

WHEREAS, the Rhode Island Airport Corporation (RIAC) staff have identified a Runway 16/34 RSA concept which retains the current usable runway length and utilizes EMAS beds at each end to reduce wetland and business impacts; and

WHEREAS, based upon the analysis associated with the identification of this new scenario, the RIAC staff recommend that it be carried forward for analysis in the EIS; and

WHEREAS, based upon its review of this analysis, the staff recommendation, and other factors deemed relevant, the Board

hereby finds and determines that:

- A Runway 16/34 RSA concept which would involve the use of EMAS beds for safety areas at each Runway end appears to provide significant potential environmental and cost benefits while also providing safety area compliance.**

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes and directs the President and CEO, or his designee, to coordinate with the Federal Aviation Administration (FAA) to request inclusion of an additional Runway 16/34 RSA concept to the current Runway 16/34 alternative under review in the EIS that incorporates the use of EMAS beds at each Runway end for safety area compliance.

2. WHEREAS, on May 30, 2007, the Board of Directors (Board) of the Rhode Island Airport Corporation (RIAC) reviewed an 8700 foot Runway 5-23 conceptual option that it determined would provide potential significant environmental and cost benefits while also providing appropriate level of service benefits; and

WHEREAS, based on these determinations the Board further authorized and directed RIAC staff to coordinate with the Federal Aviation Administration (FAA) to add this 8700 runway concept to the

project alternatives under review in the FAA's Environmental Impact Statement (EIS); and

WHEREAS, FAA and the EIS project team have produced extensive analysis of the environmental consequences and the relative benefits/limitations of the 8700 foot Runway 5-23 option; and

WHEREAS, informed by the analysis of the original 8700 foot runway concept, RIAC staff have identified an additional 8700 foot Runway 5-23 option which would shift the runway extension from the north to the south; and

WHEREAS, RIAC staff believe this option could potentially reduce the community and environmental impacts to a greater extent than any of the other proposed options and, at the same time, provide significant cost savings and, consequently, recommend its inclusion in the EIS; and

WHEREAS, based upon its review of the analysis supporting the staff recommendation, and other factors deemed relevant, the Board hereby finds and determines that:

- The 8700 foot Runway 5-23 concept which would shift the Runway 5-23 extension from the north to the south could provide significant environmental and cost benefits while also potentially providing an appropriate level of service to accommodate current and anticipated

aviation service demand as generally stated in the EIS Purpose and Need Statement.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes and directs the President and CEO, or his designee, to coordinate with the Federal Aviation Administration (FAA) to request inclusion in the EIS of an additional 8700 foot Runway 5-23 concept that shifts the extension from the north to the south.

3. WHEREAS, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (PSA) with Vanasse, Hangen, Brustlin, Inc. (VHB) to provide services associated with the preparation of the Environmental Impact Statement (EIS) at T. F. Green Airport; and

WHEREAS, on June 30, 2008, the Board authorized RIAC to coordinate with the Federal Aviation Administration (FAA) to add an 8700 foot Runway 5-23 concept and an Engineered Material Arresting System (EMAS) Runway Safety Area concept for Runway 16/34 to the current alternatives under review in the EIS (Additional Runway Concepts); and

WHEREAS, in the event the FAA approves the inclusion of the

Additional Runway Concepts in the EIS, RIAC staff and the FAA will be required to negotiate a change in scope and fee with VHB in an amount not-expected-to-exceed an additional \$500,000; and

WHEREAS, this project is included in the approved Fiscal Year 2009 Capital Improvement Program (CIP) budget in the amount of \$9,605,361; and

WHEREAS, the approved Fiscal Year 2009 CIP budget for this project will need to be increased to a new total of \$9,961,409; and

WHEREAS, this amendment will initially be funded through the General Purpose Fund; and

WHEREAS, RIAC is pursuing 75% (\$375,000) reimbursement from the FAA and 25% (\$125,000) reimbursement from Passenger Facility Charges through the completion of FAA grant and PFC applications.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to:

(1) Execute a Contract Amendment with VHB in an amount not-to-exceed \$500,000 for the inclusion of the Additional Runway Concepts in the Environmental Impact Statement at T. F. Green

Airport; and

(2) Increase the approved Fiscal Year 2009 CIP budget for this project to a new total of \$9,961,409.

(b) Consideration of and Action Upon Authorization to Amend the Project Agreement with the Rhode Island Department of Transportation AND Consideration of and Action Upon Authorization for the Gilbane Building Company to Amend the Blakeslee Prestressed Concrete Contract.

Mr. Dillon gave an overview of the project agreement and the prestressed concrete contract.

A motion was made by Mr. Larisa and seconded by Mr. Traficante to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (“RIAC”) is constructing an Intermodal Facility in Warwick, Rhode Island, pursuant to its Capital Improvement Program, and in cooperation with the Rhode Island Department of Transportation (“RIDOT”); and

WHEREAS, RIDOT had undertaken certain responsibilities in connection with the design and financing of the Intermodal Facility; and

WHEREAS, RIDOT and RIAC had entered into a certain Project

Agreement on or about June 1, 2006 (the “Project Agreement”), pursuant to which RIDOT assigned to RIAC certain responsibilities for the design and completion of the Intermodal Facility, together with all funding and rights to receive funding for use in financing the design and construction of the Intermodal Facility; and

WHEREAS, RIDOT and RIAC’s staff recommend that RIDOT complete the design and planning phases of the Intermodal Facility, and RIAC assume responsibility only for the construction of the Intermodal Facility; and

WHEREAS, RIDOT and RIAC wish to clarify responsibility and reimbursement for costs expended in connection with the development, design, and planning of the Intermodal Facility in the event that construction does not proceed to completion; and

WHEREAS, the Board of Directors deems it in the best interests of RIAC to authorize an amendment to the Project Agreement to incorporate these terms; and

WHEREAS, RIAC has entered into a certain Construction Management Agreement with Gilbane Building Company (“Gilbane”), pursuant to which RIAC has engaged Gilbane to perform certain pre-construction services and certain construction management services for the completion of site-engineering projects in connection with the Intermodal Facility; and

WHEREAS, with RIAC's approval, Gilbane entered into a design-assist contract with Blakeslee Prestressed Concrete (the "Blakeslee Contract") for precast concrete for the Intermodal Facility, pursuant to which Gilbane has the right to cancel such contract on or before June 30, 2008, in consideration of a cancellation fee in an amount up to \$5.6 Million; and

WHEREAS, the National Railroad Passenger Corporation ("AMTRAK") owns certain rights-of-way and air rights located at the site of the Intermodal Facility; and

WHEREAS, the construction and operation of the Intermodal Facility and the implementation of commuter rail service at the Intermodal Facility will require the grant of certain easements to RIDOT and RIAC; and

WHEREAS, AMTRAK has proposed that RIDOT and/or RIAC enter into certain agreements, including without limitation, a certain Access Agreement, in order to obtain the rights necessary to construct and operate the Intermodal Facility; and

WHEREAS, RIDOT has reported that AMTRAK's Board of Directors intends to consider and act upon the approval of such Access Agreement and certain ancillary agreements at its meeting on July 24, 2008; and

WHEREAS, in the event that AMTRAK does not enter into such agreements, the construction of the Intermodal Facility may be delayed and/or may not proceed as planned; and

WHEREAS, Gilbane has obtained an extension of time until August 1, 2008, in which to exercise its right to cancel the Blakeslee Contract in the event that construction of the Intermodal Facility does not proceed in consideration of a cancellation fee in an amount up to \$6.1 Million; and

WHEREAS, the Board of Directors deems it in the best interests of RIAC to authorize an amendment to the Blakeslee Contract to incorporate these terms.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

1. That RIAC's President and CEO, or his designee, is authorized, for, on behalf of, and in the name of RIAC, to execute, acknowledge, and deliver that certain First Amendment to the Project Agreement with the Rhode Island Department of Transportation, substantially in the form presented to the Board of Directors, with such changes as the President and CEO, in his sole discretion, determines necessary or appropriate.

2. That RIAC's President and CEO, or his designee, is authorized to

direct Gilbane Building Company to enter into an amendment to the Blakeslee Contract, pursuant to which the cancellation date will be extended until August 1, 2008, in consideration of a cancellation fee up to \$6.1 Million.

3. That RIAC's President and CEO, or his designee, is authorized, for, on behalf of, and in the name of RIAC, to execute, acknowledge, and deliver any and all agreements, amendments, certificates, and other documents, and to take any and all other action, deemed necessary or appropriate, in the sole discretion of RIAC's President and CEO, to effectuate the intent and purposes of these resolutions.

The motion was passed unanimously.

6. Future Meetings:

The next Board Meeting is scheduled for Monday, July 28, 2008 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

7. Adjournment:

Mr. Hahn moved to adjourn the meeting at 11:34 a.m. Mr. Traficante seconded the motion. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, M.D., Chair
Rhode Island Airport Corporation

ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
JUNE 30, 2008

NAME	AFFILIATION
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Peter Frazier	RIAC
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Brian Schattle	RIAC
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Ann Clarke	RIAC
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Bruce Wilde	RIAC
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Patti Goldstein	RIAC
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Brenda Pope RIAC

Richard Licht Adler Pollock and Sheehan

John Howell Warwick Beacon

Lou Delsesto Gilbane Building Co.

The minutes of the Executive Session of the Board Meeting of June 30, 2008 have been sealed in accordance with R.I.G.L. § 42-46-4.